

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF NEW YORK

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THE PILLSBURY COMPANY,

Plaintiff,

- VS -

UPPER CRUST PRODUCTION COMPANY, INC., and  
UPPER CRUST USA INC.,

Defendants.

U.S. DISTRICT COURT  
W.D. N.Y. ROCHESTER

98-CV-6114 (CJS)(JWF)

### FURTHER STIPULATED JUDGMENT

WHEREAS, the Court entered a Decision and Order on January 6, 2004 (the "Order") finding Defendants (now known as Upper Crust Ltd.) in contempt of the Consent Judgment and Permanent Injunction filed on January 14, 1999 (the "Permanent Injunction"); and

WHEREAS, the Court entered a Stipulated Judgment on May 3, 2004 (the "05/03/04 Judgment") which, inter alia, entered judgment in favor of Plaintiff and against Defendants in the amount of \$350,000; and

WHEREAS, Defendants appealed the Order and the 05/03/04 Judgment to the United States Court of Appeals for the Second Circuit pursuant to a Notice of Appeal dated May 7, 2004 (the "Appeal"); and

WHEREAS, the United States Court of Appeals for the Second Circuit affirmed the Order and the 05/03/04 Judgment by Summary Order dated June 1, 2005; and

WHEREAS, in addition to the 05/03/04 Judgment, Plaintiff is entitled to recover from Defendants (1) the fees and costs incurred by Plaintiff in connection with the Appeal, and (2) accrued interest on the 05/03/04 Judgment; it is

ORDERED AND ADJUDGED THAT:

1. Further judgment is entered in favor of Plaintiff and against Defendants in the total amount of \$82,000.00, representing the fees and costs incurred by Plaintiff in connection with the Appeal and accrued interest on the 05/03/04 Judgment.

2. Defendants shall pay to Plaintiff the sum of \$432,000.00, constituting the combined amount of the present Judgment and the 05/03/04 Judgment, in twelve (12) consecutive monthly installments of \$36,000.00, payable by wire transfer, with payment of each such installment due on the twentieth of the month and with the first such payment due on July 20, 2005. Payment of the full amount will be accelerated and due immediately if there is any default in payment or any other violation of this Further Judgment, the 05/03/04 Judgment, or the Permanent Injunction, *provided however*, that in the event of any alleged default on payment, Plaintiff will provide written notice of such alleged default to Defendants and their undersigned counsel and such default will be deemed cured if payment is received within three (3) business days of receipt of such notice.

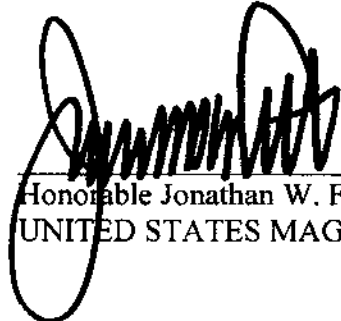
3. Provided that payment of such twelve monthly installments occurs without any uncured default, such payment shall be deemed full satisfaction of all moneys due under the 05/03/04 Judgment and this Further Judgment, including interest.

4. The Permanent Injunction and the 05/03/04 Judgment remain in full force and effect. This Court shall retain jurisdiction over the parties and the subject matter of this action

for the purpose of making any further orders necessary or desirable to effectuate the terms of this Further Judgment, the 05/03/04 Judgment, and the Permanent Injunction.

5. No appeal shall be taken by any party from this Further Judgment, the right to appeal being expressly waived by all parties.

Dated: July 20, 2005

  
\_\_\_\_\_  
Honorable Jonathan W. Feldman  
UNITED STATES MAGISTRATE JUDGE

**AGREED AND CONSENTED TO:**

Dated: NOVEMBER 9, 2005

THE PILLSBURY COMPANY

By: 

Its: SECRETARY

Dated: July 20, 2005

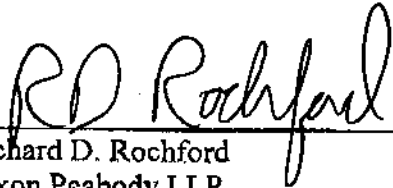
UPPER CRUST LTD.

By: 

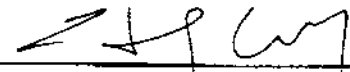
Its: PATRICK PROCTOR

**APPROVED AS TO FORM BY:**

Dated: Nov. 16, 2005

  
Richard D. Rochford  
Nixon Peabody LLP  
Attorneys for Plaintiff  
The Pillsbury Company

Dated: July 25, 2005

  
Andrew G. Celli, Jr.  
Emery Celli Cuti Brinckerhoff  
& Abady PC  
Attorneys for Defendant  
Upper Crust Ltd.